

UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

SMILEDIRECTCLUB, INC., *et al.*¹

Debtors.

Chapter 7

Case No. 23-90786 (CML)

(Jointly Administered)

**SECOND SUPPLEMENTAL DECLARATION OF ANDREA GONZALEZ IN
SUPPORT OF THE APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING AND APPROVING THE RETENTION AND EMPLOYMENT OF
ALVAREZ & MARSAL NORTH AMERICA, LLC AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
EFFECTIVE AS OF OCTOBER 17, 2023**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, I, Andrea Gonzalez, declare under penalty of perjury, that:

1. I am a Managing Director with Alvarez & Marsal North America, LLC, together with employees of its affiliates (all of which are wholly-owned by its parent company and employees), its wholly-owned subsidiaries, and independent contractors (collectively, “A&M”), a financial advisory services firm with numerous offices throughout the country. I submit this declaration (this “Second Supplemental Declaration”) to supplement my prior declaration that has been submitted in connection with A&M’s retention in these chapter 7 cases. Except as otherwise noted, I have personal knowledge of the matters set forth herein or have been informed of such matters by professionals of A&M.

¹A complete list of each of the Debtors in these chapter 7 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/SmileDirectClub>. The location of Debtor SmileDirectClub, Inc.’s principal place of business and the Debtors’ service address in these chapter 7 cases is 1530 Antioch Pike, Antioch, Tennessee 37013.

2. On September 29, 2023 (the “Petition Date”), SmileDirectClub, Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 7 cases (the “Debtors”) commenced these cases by filing voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”).

3. On November 16, 2023, the Official Committee of Unsecured Creditors appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession filed their *Application for Entry of an Order Authorizing and Approving the Retention and Employment of Alvarez & Marsal North America, LLC As Financial Advisor to the Official Committee of Unsecured Creditors, Effectives as of October 17, 2023* [Docket No. 354] (the “Application”) and attached thereto was my declaration in support of the Application (the “Original Declaration”).

4. On December 2, 2023, the Official Committee of Unsecured Creditors filed their *First Supplemental Declaration of Andrea Gonzalez in Support of the Application for Entry of an Order Authorizing and Approving the Retention and Employment of Alvarez & Marsal North America, LLC as Financial Advisor to the Official Committee of Unsecured Creditors* [Docket No. 409] (the “First Supplemental Declaration” and together with the Original Declaration, the “Prior Declarations”).

5. I submit this Second Supplemental Declaration to disclose certain additional information that has become available to A&M since the filing of the Prior Declarations. Capitalized terms used herein and not otherwise defined have the respective meanings set forth in the Prior Declarations.

ADDITIONAL POTENTIAL PARTIES IN INTEREST

6. In connection with its proposed retention by the Committee in these cases, A&M has undertaken an ongoing analysis to determine whether any material relevant facts or relationships have arisen or discovered. In connection therewith, it has come to A&M’s attention that the entities

identified on Exhibit A hereto (the “New Parties”) are parties involved in the Debtors’ Chapter 7 cases who were not identified on Exhibits to the Prior Declarations. The New Parties together with the parties identified on Exhibits 1 to the Prior Declarations are hereinafter referred to as the “Potential Parties in Interest”.

7. Based on the Firm Procedures described in the Prior Declarations, the relationships with the New Parties are identified on Exhibit B hereto.

8. Based on the results of its review, to the best of my knowledge, except as set forth herein or in the Prior Declarations, A&M does not have an active relationship with any of Potential Parties in Interest in matters relating to the Debtors’ chapter 7 cases.

9. To the extent any information disclosed herein requires amendment or modification upon A&M’s completion of further review or as additional party-in-interest information becomes available to it, a further supplemental declaration reflecting such amended or modified information will be submitted to the Court.

[Remainder of page intentionally left blank.]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

February 9, 2024
Chicago, Illinois

/s/ Andrea Gonzalez

Andrea Gonzalez
Alvarez & Marsal North America, LLC
Managing Director

EXHIBIT A
New Potential Parties in Interest

The following parties have either filed a notice of appearance or pleading in these cases that identified them as New Parties in Interest.

Notice of Appearances

Fatty, Shelia
Hightower, Daniel C
Kelley, Kathlene R
Mac Papers Inc.
Nashville Hockey Club Limited Partnership
RXO Capacity Solutions, LLC
RXO Freight Forwarding, Inc.
Shenzhen Risun Technology Co., Ltd.
Stripe, Inc.
Sun Life Health Insurance Company (U.S.)
TN Dept. of Revenue
TR Capital Management, LLC
Tyco Integrated Security LLC
Vogel, Teresa
Welch, Teresa

Consumer Arbitration Claimants

Araya, Kibrom
Bautista, Yamil
Chaussee, Christie
Cruz, Yakaira
Ephriam, Jayiana
Hinton, Laroy
Hundley, Jerry
Kivinski, Katie
Manno, John
Poisson, Brittni
Sanchez, Luis
Scroggins, Larandall

EXHIBIT B

Known Connections to Potential Parties in Interest in Unrelated Matters

Current and Former Clients of A&M and/or its Affiliates²

BC Partners
Centre Lane Partners V, L.P.
Delta Dental of California
Intertek Testing Services NA Inc
Jones Group LLC, The
Knox Lane LP
Mercatus
Owl Creek
ProSmile Holdings, LLC
Staple Street Capital Group, LLC
Straumann USA, LLC
Stripe, Inc.
Sun Life Health Insurance Company (U.S.)
Sycamore Management Partners, L.P.
TR Capital Management, LLC
Tyco Integrated Security LLC

Owl Creek
Staple Street Capital Group, LLC
Sun Life Health Insurance Company (U.S.)
Sycamore Management Partners, L.P.
TR Capital Management, LLC
Tyco Integrated Security LLC

Professionals & Advisors⁴

Brownstein Hyatt Farber Schreck LLP
Burns White, LLC
Corr Cronin, LLP
Dentons US LLP
DLA Piper LLP (US)
Dykema Gossett. PLLC
FordHarrison LLP
Heidell, Pittoni, Murphy & Bach, LLP
Paul Hastings LLP
Stites Harbison

Significant Equity Holders of Current and Former A&M Clients³

BC Partners
Centre Lane Partners V, L.P.
Knox Lane LP
NBCUniversal Media, LLC

² A&M and/ or an affiliate is currently providing or has previously provided certain consulting or interim management services to these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, to their portfolio or asset managers or their affiliates) in wholly unrelated matters.

³ These parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds or trusts managed by such managers) are significant equity holders of clients or former clients of A&M or its affiliates in wholly unrelated matters.

⁴ These professionals have represented clients in matters where A&M was also an advisor (or provided interim management services) to the same client. In certain cases, these professionals may have engaged A&M on behalf of such client.

Government and Regulatory⁵

District of Columbia

TN Dept. of Revenue

A&M Vendors⁶

Brownstein Hyatt Farber Schreck LLP

Dentons US LLP

DLA Piper LLP (US)

Tyco Integrated Security LLC

⁵ A&M and/or an affiliate is currently providing or has provided certain consulting or interim management services to these government entities or regulatory agencies in wholly unrelated matters.

⁶ These parties or their affiliates provide or have provided products, goods and/or services (including but not limited to legal representation) to A&M and/or its affiliates.